

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

In re:	§ Chapter 11
SPHERATURE INVESTMENTS, LLC, et al.	§ Case No.: 20-42492
	§
Debtors.	§ Jointly Administered

**DECLARATION OF THOMAS A. MONTGOMERY IN SUPPORT OF
MONTGOMERY CAPITAL ADVISERS, LLC'S OMNIBUS LIMITED OBJECTION
AND RESERVATION OF RIGHTS TO DEBTORS' FIRST DAY MOTIONS**

I, Thomas A. Montgomery, state the following under penalty of perjury:

1. I am a member of Montgomery Capital Advisers, LLC ("MCA"), which has offices located at 2500 Dallas Parkway, Suite 300, Plano, TX 75093.
2. I am over the age of eighteen years. Unless otherwise noted, I have personal knowledge of the facts set forth herein.
3. I submit this declaration (this "Declaration") in support of the proposed Second Interim Order Authorizing Debtors' Use of Cash Collateral and Granting adequate Protection and Related Relief (the "Proposed Order").
4. Except as otherwise noted, all facts set forth herein are based on my personal knowledge, knowledge that I acquired from individuals under my supervision, and my review of relevant documents.
5. MCA serves as one of the lenders (collectively all of the lenders are referred to as the "Lenders") and collateral agent to all Lenders under that certain *Amended and Restated Note and Warrant Purchase Agreement* and that certain *Amended and Restated Security Agreement*, both dated as of December 31, 2019, and various other related agreements and documents (collectively, the "Loan Documents").

6. I am authorized to submit this Declaration on behalf of MCA in its capacity as Collateral Agent for the Lenders.

7. If I were called to testify, I could and would testify competently as to the facts set forth herein.

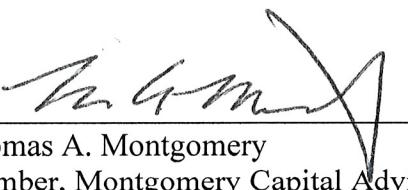
8. MCA maintains access to more than \$1 million in immediately available cash funds through lines of credit and other financial instruments (the "MCA Cash"). The MCA Cash is available to MCA for its use in its capacity as Collateral Agent under the Loan Documents.

9. Further, MCA's most recent balance sheet reflects members' equity in MCA in excess of \$7 million.

10. If MCA is authorized to accept interest payments or other adequate protection payments from the debtors and estates in the above-captioned chapter 11 bankruptcy cases, MCA possesses and will maintain the means to immediately and fully fund and comply with any order by the Court to refund or return such payments.

To the best of my knowledge, information and belief, I declare under penalty of perjury that the foregoing information is true and correct.

Dated: January 14, 2021



Thomas A. Montgomery
Member, Montgomery Capital Advisers, LLC,
Collateral Agent under the Loan Documents